# **EXHIBIT A**

# **Annual Report 2011**



**The Quality Connection** 



LEONI Group	Forecast for 2011	2011 target attainmen	t Forecast for 2012	
Sales	Increase to > € 3.1 billion	€ 3.7 billion	€ 3.8 to 4.0 billion	
ЕВІТ	Significant increase to about € 170 million	€ 237.1 million	€ 230 to 280 million	
Capital expenditure <sup>1</sup>	€ 140 to 145 million	€ 138.0 million	€ 155 to 185 million	
Free cash flow <sup>2</sup>	about € 80 million	€ 121.2 million	€ 50 to 80 million	
Net financial liabilities	Reduction to < € 400 million	€ 233.9 million	€ 280 to 310 million	
Equity ratio	Further improvement	31.8 %	>30 %	
Return on capital employed	Increase to about 17 %	24.0 %	> 20 %	

#### Key dates P

#### **Press Conference**

#### on financial statements 2012

20 March 2012, 10:00 hours

Nuremberg

### **Analyst and Investor Meeting 2012**

21 March 2012, 11:00 hours

Frankfurt

#### **Annual General Meeting 2012**

16 May 2012, 10:00 hours

Nuremberg

#### **Annual Report 2011**

20 March 2012

#### Interim Report 1st Quarter 2012

15 May 2012

#### Interim Report 1st Half 2012

7 August 2012

#### **Interim Report Quarters 1 to 3 2012**

13 November 2012

#### **Preliminary Figures 2012**

Media Release February 2013

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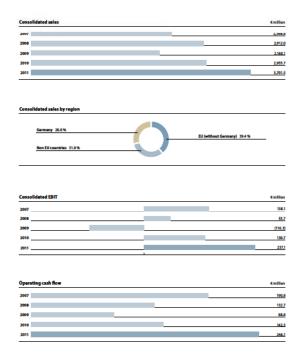
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#### Koy figures



IFRS		2011	2010	2009	2008	200
Sales	Group [ € '000 ]	3,701,487	2,955,671	2,160,117	2,911,964	2,366,77
	Germany [%]	28.8	31.8	34.4	31.4	38.
	EU (without Germany) [%]	39.4	39.5	42.0	44.6	34.
	Non EU countries [%]	31.8	28.7	23.6	24.0	27.
	Wire & Cable Solutions [%]	45.3	44.7	43.3	48.1	58.
	Wiring Systems [%]	54.7	55.3	56.7	51.9	41.
Earnings	EBITDA [ € '000 ]	344,186	241,006	(4,862)	165,913	210,77
	EBIT [ € '000 ]	237,141	130,724	(116,319)	55,684	138,10
	EBIT margin (%)	6.4	4.4	(5.4)	1.9	5.
	ROCE [%]	24.0	13.9	(12.0)	5.4	15
	Income / loss before taxes (from continuing operations) [ € '000 ]	196,250	89,599	(157,309)	15,760	116,53
	Consolidated net income / loss [€ '000]	155,959	67,246	(138,081)	5,197	86,2
Cash flow	Depreciation and amortisation [ € '000 ]	107,045	110,282	111,457	110,229	72,66
Cash iion	Cash provided by operating activities [€ '000]	246,105	142,297	88,783	132,726	190.83
	Cashused for capital spending activities [6'000]	126,901	95,512	87,000	137,256	401,46
Balance sheet	t Property, plant and equipment, intangible assets, goodwill [€'000]	837,693	809,617	796,567	839,423	537,48
	Net debt [€'000]	233,922	444,558	495,367	533,225	473,2
	Equity [€'000]	737,481	481,160	369,126	447,688	525,64
	Equity [ratio in %]	31.8	23.8	21.0	24.2	32
Employees	Personnel expenses [% of sales]	18.1	20.6	24.6	20.5	19
	Employees (as per 31 Dec. )	60,745	55,156	49,822	50,821	36,8
	employed abroad [%]	93.4	93.2	92.4	91.7	89
Share	Market capitalisation 31 Dec. [€million]	841.2	978.6	485.6	385.8	997
Share	Consolidated net income / loss per share [€]	4.99	2.26	(5.04)	0.17	2.5
	Dividend per share [€]	1.50	0.70	0.00	0.20	0.9

Subject to approval by shareholders at the Annual General Meeting

This Annual Report is published in German and English. In case of doubt or conflict, the German language version will prevail.

# **Annual Report 2011**



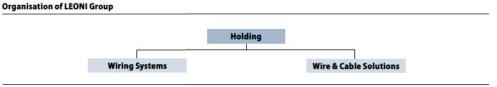
**LEONI – The Quality Connection** The LEONI Group operates worldwide, providing wires, optical fibers, cables and cable systems as well as related services for applications in the automotive sector and other industries. The Company employs more than 60,000 people in 31 countries.

LEONI develops and manufactures technically sophisticated products for the motor vehicle industry – ranging from the single-core cable through to the complete wiring system with integrated electronics. The product range also encompasses wires and strands as well as optical fibers; standardised cables; special, hybrid and optical cables as well as completely assembled systems for customers in differing industrial markets. Products specifically for application in environmentally friendly technologies are meanwhile gaining in significance. In the medium term, LEONI aims to become the most innovative and leading cable supplier for the green technology market. The Company also benefits from the worldwide trends of globalisation, industrialisation & automation, environmental awareness & shortage of resources, mobility, urbanisation and demographic change.

#### Organisational structure

The LEONI Group comprises LEONI AG, the holding company, and the two segments, Wiring Systems and Wire & Cable Solutions. The organisational structure of these two segments is in principle geared to their customer groups and markets, thereby enabling us to respond flexibly to varying customer requirements. To do so, we have set up various business groups, units and areas. The structure of the divisions is described in detail in the \*\*Segment report. The holding company performs cross-divisional tasks with its head office functions.

## page 32



You will find a detailed presentation of the Group's structure on the inside of the annual report's back cover.

#### **Principal facilities and acquisitions**

At the end of 2011, LEONI was, with 83 subsidiaries and 93 production facilities in 31 countries, present in Europe, Asia, America and North Africa (\*) world map with the principal facilities). There were only minor changes in the scope of consolidation, which involved the j-fiber GmbH company that was for the first time consolidated effective 1 January 2011 and was previously accounted for by the equity method in the consolidated financial statements. Details on this as well as a complete list of the \* Scope of consolidation is contained in the \* Notes.

#### **Group strategy**

LEONI pursues an earnings-oriented strategy of sustained expansion. Essentially, qualitative growth takes priority over purely quantitative growth in our medium-term planning through to 2016. Our objective is not only to grow more strongly than the respective market segments, but above all also to continue to disproportionately increase our profitability. The Group will thus, in the years ahead, continue to concentrate mainly on its **core business**, but will also study opportunities to expand its **real net output ratio**. This comprises broadening of development know-how as well as having in-house production in fields that are closely related to cables and cable systems in terms of technology and application.

LEONI will in the future direct its strategy by way of the four key levers of globalisation, innovation, system business as well as efficiency. They form our main conceptual approach.

>> Segment report page 52

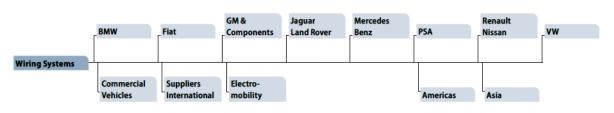
- \*\* facilities back cover
- Scope of consolidation page 188
- Notes page 139

With few exceptions, LEONI supplies all manufacturers and vehicle categories worldwide from the low-cost, entry-level model to the whole gamut of compact and mid-range cars and up to vehicles in the premium and luxury segments. In addition, makers of commercial vehicles like trucks, agricultural and construction machinery as well as the leading, independent engine manufacturers are continuously gaining in importance. The automotive component suppliers, which operate worldwide and supply their systems complete with our cable harnesses to the vehicle manufacturers, constitute the third important **customer segment**. On their behalf LEONI develops and produces, for example, cable harnesses for heating, ventilation and air-conditioning systems as well as for driver assist systems such as vehicle-interval radar, ABS and ESP.

The **organisational structure** is in line with our customers. A dedicated subdivision (Business Unit or Business Group) with profit-centre responsibility is assigned to look after each of the various carmakers, the commercial vehicle industry, the automotive supply industry as well as the component and electromobility segments. In principle, each business unit is the worldwide contact for one customer. In addition, there are two regional umbrella organisations for the Americas and Asia, which perform a supporting role in these markets by pooling resources and tapping synergies.

#### Organisation of the Wiring Systems Division

as of February 2012



#### Competitive situation and advantages

Based on its own market research, our Wiring Systems Division succeeded in bolstering its leading position in Europe in 2011 with a 23 percent share of the market and in further improving its position as the world's fourth-largest manufacturer with a gain in market share to 9 percent. The Delphi, Sumitomo and Yazaki companies are among our largest competitors.

As cost leader in Europe with great power of innovation and a high real net output ratio, strong logistics and systems expertise as well as development centres spread worldwide with close proximity to the customer we command very favourable competitive conditions. In particular, this also includes our global production network with standardised processes as well as the fact that a high proportion of our production is at locations with favourable wage costs.

Wiring systems made by LEONI are developed in tandem with a new vehicle in close collaboration with the customer. During the year under report, we succeeded in raising the confidence and satisfaction of our buyers further, and therefore in further strengthening our **customer relationships**. The factors contributing to this were above all LEONI's major know-how in the development, manufacture and distribution of wiring systems as well as our high quality and reliability. Our very broad international positioning as well as the large number of vehicle manufacturers and brands supplied not only diminish the exposure to regional market cycles, but also enable us to realise growth opportunities worldwide.

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>> UN Global Compact Index page 198 commits to report annually on their progress towards fulfilment of these ten principles. The annual Communication on Progress (COP) serves this purpose. LEONI will be releasing a corresponding communiqué for the first time in 2012. The \*\* Global Compact Index in this annual report shows that our internal standards already largely cover the above principles.

#### Compliance

LEONI considers honest conduct to be an indispensable basis for dealing in a responsible and trustworthy way with its business partners and other stakeholders. In our LEONI Code of Ethics we have laid down corresponding guidelines, which are binding on all board members and staff worldwide. As a matter of principle, LEONI employees must therefore act in accordance with the corporate rules and legal requirements of the respective country. The Code of Ethics is complemented by the Social Charta as well as competition and export control rules. In addition, the Management Board has issued the following compliance declaration:

- Neither corruption nor breaches of competition law, export control, the Social Charta or the LEONI Code of Ethics are tolerated in the LEONI Group.
- 2. We use neither bribes nor cartel agreements to win a contract.
- 3. Every staff member and manager is obliged to apply all necessary means within the Company to avoid infringements of the law.

Information on the compliance management system is contained in the \*\* Risk report.

#### Staff and social matters

Our **employees** are a crucial factor for LEONI's long-term, profitable expansion. We regard successful recruitment, basic and advanced training of staff, provision of attractive jobs as well as healthy and safe working conditions as a key indicator for sustainability. Information on this topic is contained in the section headed \*\*Employees. Against the backdrop of increasing internationalisation with production facilities around the world, LEONI considers **social responsibility** to be an elementary part of good corporate governance. We have therefore been committing ourselves ever since 2003 in a 'Declaration on Social Rights and Industrial Relations' (\*\*Social Charta) to ensuring human rights and fundamental employee protection rights at all of our locations. In so doing, LEONI adheres worldwide to the requirements of the International Labour Office (ILO) of the United Nations. Adherence to these standards is regularly reviewed at all of our facilities worldwide by our internal auditing.

We also encourage our **business partners** to match our standards. LEONI's general purchasing conditions oblige suppliers to observe our Social Charta and the Code of Ethics. Breaches of the principles stipulated therein entitle LEONI to immediately terminate the supply relationship. In the future it will be possible to replace these individual rules by joining the UN Global Compact.

In addition, LEONI commits itself with donations for and sponsorship of various social projects, where we give priority to sustainability and a regional approach. In 2011, for example, we supported the 'Healthy Food for School Children' and 'City for Children' projects in Nuremberg with a donation. In sports, LEONI sponsored the Lake Brombach Marathon held in the proximity of various LEONI facilities in the Franconia region. Overall, we promoted numerous social projects and establishments in those countries where we are represented with larger facilities. The single biggest donation in 2011, of EUR 100,000, went to SOS-Kinderdörfer (China and Serbia), an organisation for children in need.

Risk and opportunity report page 97

Employees
page 81

**≫** www.leoni.com

#### **Quality management**

The reliability and high quality of our products, services and processes are key to our success in the marketplace and simultaneously integral elements of LEONI's commercial responsibility. We have therefore set up certified quality management (QM) systems in both of our divisions, which are presented in management handbooks in a process-oriented way and are continuously improved.

Raising the efficiency of our QM systems is an ongoing process that is regularly audited and was continued in 2011. During the year under report, the Wiring Systems Division reviewed its methodology for measuring the efficiency of its processes, initiated measures to further enhance customer satisfaction and refined its project management with respect to new product start-ups. Numerous quality improvements were likewise achieved in the Wire & Cable Solutions Division.

#### Virtually all production plants certified

Certification to national and international standards provides the focus on quality in both of our divisions with independent confirmation. In the Wire & Cable Solutions Division, five facilities were certified for the first time in 2011, with the primary focus, as underlying standards, being sector-specific addendums to ISO 9001 for the aerospace, automotive and medical device industries. Of the total 50 WCS companies, 96 percent are certified to the ISO 9001 quality standard, while eleven plants are also certified to the ISO/TS 16949 automotive industry standard, three to the ISO 13485 medical devices standard and two to the EN 9100 aerospace standard. In the Wiring Systems Division, all plants are certified to the ISO/TS 16949 standard and passed the annually repeated audits.

Various customer awards again underscored the high quality of our products and services in 2011:

#### Awards in 2011

Award	Customer, award presenter	Location
Supplier of the Year	Siemens (Healthcare Sector)	Friesoythe (Germany)
The Best Supplier	Lear Beijing	Changzhou (China)
Supplier Award (material supply category)	Wacker Chemie	Stolberg (Germany)

#### **Environmental protection**

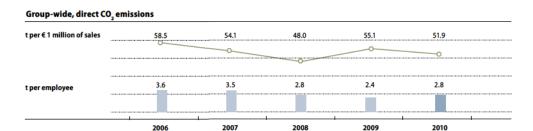
LEONI regards environmental protection as a primary corporate objective and endeavours to strike a balance between ecological concerns and economic interests. Our environmental management is geared to keeping the impact of all our processes on nature as minor as possible. We strive everywhere to reduce energy consumption and thereby CO<sub>2</sub> emissions, consumption of water as well as the amount of wastewater. Both divisions run environmental management systems and multifaceted environmental protection activities, which are adapted to the respective requirements of their activities. The principles of our \*\* environmental policy also play a role in the selection of our suppliers.

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#### **Carbon Disclosure Project**

LEONI participated in the Carbon Disclosure Project for the fourth time in 2011. On behalf of institutional investors, the initiative surveys the world's largest, market-listed companies on the amount of their CO<sub>2</sub> emissions, among other things. CO<sub>3</sub> emission is another key indicator for sustainability. During the year

under report, the 2010 figures, when LEONI generated strong sales growth of 37 percent, were queried and showed that the emissions of  $CO_2$  increased by a significantly smaller proportion of 29 percent. Relative to the number of employees, the increase was 16 percent, while  $CO_2$  emissions were down by 6 percent relative to sales. These trends show that we are well on our way towards improving our  $CO_2$  readings. In the ranking of comparable companies participating in the Carbon Disclosure Project, LEONI was thereby again at the top end relative to the number of employees and advanced to the middle relative to sales. In the future, too, we shall use the project's findings to further reduce our  $CO_3$  emissions.



#### New SHE management system launched

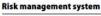
The Wiring Systems Division implemented the management system for Safety, Health and Environment (SHE) in 2011, which was redeveloped in the previous year. It stipulates minimum standards for safety at work and environmental protection that are applicable worldwide and based on the EU legal requirements. They contain, among others, parameters for machine safety, emergency procedures, waste, energy and water management as well as general hazard assessment. Adherence to these parameters is checked by random audits, which in 2011 were conducted at facilities in Asia, the Americas and Europe.

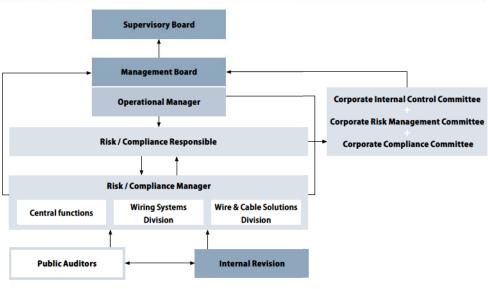
The stipulated environmental standards provide for more sensitive use of water and land as well as for better incorporation of environmental considerations in investment planning. In some cases significant energy savings were achieved in 2011 by individual measures such as the use of more efficient lighting systems and a new, more frugal air compressor technology at various facilities. With an environmental protection action day, which we organised at our facility in Durango, Mexico, we sharpened the workforce's awareness of ecological correlations. Furthermore, at several of its plants around the world LEONI carried out emergency and evacuation exercises in order to be well prepared for any serious incident.

For the first time in 2011, overarching targets for health and safety at work as well as environmental protection were defined in the context of the Wiring Systems Division's SHE management. The individual facilities will on this basis be required to implement improvement measures and in future to account for them in their SHE annual report.

#### Certification to environmental and safety at work standards

The SHE management system constitutes a suitable basis for further certification of facilities to the ISO 14001 (Environment) and OHSAS 18001 (Occupational Health and Safety) standards. During the year under report, eight WSD facilities were revalidated to either ISO 14001, OHSAS 18001 or the EU's Eco-Management and Audit Scheme (EMAS). That meant that, at the end of 2011, 36 percent of WSD facilities were certified to environmental protection standards and 8 percent were certified to occupational health and safety standards. In the Wire & Cable Solutions Division, 43 percent of the organisational units were certified to the ISO 14001 environmental standard.





Apart from the reporting, an inventory of risks of the divisions and of the Group is updated once a year at **risk workshops**, a training is held and the likely range of fluctuation in market risks is ascertained for the aggregate statement. We run these risk workshops for the divisions and for the LEONI Group. Prior to these events, the corporate risk manager and the responsible area risk managers conduct separate interviews with the operations managers for each business group/unit of the two divisions.

On the **Corporate Risk Management Committee**, the legal, internal audit, finance, insurance and tax departments exchange information with the risk managers of the divisions. Process improvements for the risk management system are also on the agenda for meetings of this committee. All risks that we cannot prevent or pass on, as well as the measures to counteract them, are recorded on a workflow-supported database.

The risk reporting, risk workshops and workflow-supported database ensure that existing risks are identified, monitored and controlled as well as being systematically reduced by the countermeasures applied. Risk management is based on the maximum gross amount of potential claims. Risk management is also integrated in the existing planning, controlling as well as information systems and covers all companies in the LEONI Group worldwide. The Group-wide internal control system and the compliance management system also complement the risk management systems.

#### Internal control and risk management system with respect to the accounting process

Pursuant to Article 315 (5) of the German Commercial Code, LEONI is obliged to describe its internal control and risk management system with respect to the accounting process. This system is not legally defined. LEONI understands it as a comprehensive system in line with the definitions of the Institute of Public Audi-

tors. Accordingly, an internal control system is understood to mean the principles, methods and measures introduced by the Company's management, which are directed towards organisational implementation of management's decisions

- to ensure the effectiveness and profitability of the business activity (which also involves the protection of assets, including the prevention or disclosure of asset misappropriation)
- on the correctness and reliability of both internal and external accounting as well as
- on adherence to the legal requirements material to the Company.

The risk management system comprises the totality of all organisational rules and measures to indentify risk and for dealing with the risks associated with entrepreneurial activity.

With respect to the Group accounting process, the following structures and processes have been implemented in the Group: The Management Board bears overall responsibility for the internal control and risk management system with respect to the accounting process in the Group. All strategic business segments and units are bound by a firmly defined management and reporting organisation. The principles, the operational and organisational structure as well as the processes of the accounting-related internal control and risk management system are laid down in a handbook that is updated at regular intervals to include the latest external and in-house developments.

With respect to the accounting process we deem such features of the internal control and risk management system to be significant that could materially influence the accounting and overall information provided in the financial statements and consolidated financial statements including the management report and the group management report. In particular, this involves the following elements:

- identification of key areas of risk and control of relevance to the accounting process;
- monitoring controls for supervising the accounting process and their findings at the level of the Management Board and of the strategic business areas:
- preventive control measures in financial management and accounting as well as in operating performancerelated business processes, the principal information for preparing the financial statements and consolidated financial statements including the management report and the group management report, including function separation and predefined approval processes in relevant units;
- measures that ensure proper IT-supported processing of accounting-related facts and data;
- measures for monitoring the accounting-related internal control and risk management system.

The operational and organisational structure of the internal control system is, at LEONI, divided into four local control levels (corporate departments, divisions, business groups/units and local companies) and a corporate documentation level, which is integrated in the risk management system. The locally executed manual and IT-supported controls are documented in the risk management at the corporate level as part of a control self-assessment process.

Our control processes are not limited to just accounting-related risks, but also encompass non-accounting-related factors that might constitute a risk for the LEONI Group. These involve, for example, controls in the areas of quality management and production. The **Corporate Internal Control Committee**, which is composed of the persons responsible for control at the respective head offices and the Control Level Managers appointed in the year under report, carries out audits of all control matters and processes involving the internal control system with respect to being up to date, complete and effective. The four Control Level Managers support the process and the persons responsible for control.

# [1] General principles

LEONI AG ("LEONI", the "Group" or the "Company") was founded in Germany under the name of Leonische Werke Roth-Nürnberg, Aktiengesellschaft by an agreement dated 23 April 1917 and was entered in the commercial register on 2 February 1918. LEONI AG is registered with the District Court of Nuremberg under number HRB 202. The Company is based in Nuremberg, at Marienstrasse 7. The Group's principal activities are described in Note 28.

These consolidated financial statements of LEONI AG have been prepared based on Section 315a of the German Commercial Code (HGB – "Consolidated Financial Statements pursuant to the International Financial Reporting Standards") in accordance with the International Financial Reporting Standards (IFRS) and the associated interpretations (SIC/IFRIC interpretations) as obliged to by Directive (EU) no. 1606/2002 of the European Parliament and of the Council concerning the adoption of international accounting standards in the European Union. The term IFRS also covers the still valid International Accounting Standards (IAS).

LEONI's consolidated financial statements on 31 December 2011 have been prepared in euros. Except where stated otherwise, all amounts are presented in thousands of euros ("€ k"). The balance sheet is structured by term, while the income statement is prepared using the function of expense method. The statement of comprehensive income is issued in two related presentations. Where the balance sheet and income statement items are summarised to improve clarity of presentation, they are shown separately in the Notes.

The accounting and valuation methods applied in the consolidated financial statements on 31 December 2011 are in line with those of the previous year with the exception of the new IFRS requirements applied for the first time in the 2011 financial year. These are explained under Note 3.

The Management Board on 21 February 2012 authorised the presented consolidated financial statements for the year ended 31 December 2011 for submission to the Supervisory Board.

The consolidated financial statements will be published in the electronic Federal Gazette (Bundesanzeiger) under number HRB 202.

# [2] Principles of consolidation as well as summary of key accounting and valuation methods

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and available-for-sale financial assets that have been measured at fair value.

#### Principles of consolidation

The consolidated financial statements include the accounts of LEONI AG and of all subsidiaries that are either directly or indirectly controlled by LEONI AG. There is control when LEONI AG holds, either directly or indirectly, the majority of the voting rights or in other ways has the power to govern the financial and operating policies of the enterprise so as to obtain benefits from its activities.

#### In the 2010 financial year:

Based on having obtained additional orders in the commercial vehicle business, LEONI on 1 April 2010 acquired parts of the wiring systems production of its previous supplier AFL/AEES Group in Beius, Romania. The purchase price and thus the fair value of the transferred consideration for the business operation taken over amounted to € 531 k and equated to the outflow of cash. The business acquisition resulted in a profit of € 718 k recognised in other operating income because expenses and general risks that could potentially arise in the future were anticipated in the purchase price but for which, under the IFRS stipulations, no liabilities or provisions could be formed at the time of acquisition. The overview below shows the fair values of the acquired assets and liabilities on the date of acquisition.

[€'000]	Recognised at acquisition
Property, plant and equipment	427
Inventories	880
	1,307
Trade accounts payable	
Provisions	
	58
Fair value of net assets	1,249
Gain on the acquisition	(718)
Transferred consideration	531

The acquired business operation contributed  $\in$  6,961 k to sales and  $\in$  263 k to consolidated net income in fiscal 2010. Had the business acquisition taken place at the beginning of fiscal 2010, consolidated sales would have come to  $\in$  2,956,821k with consolidated net income amounting to  $\in$  67,309 k.

On 1 July 2010 LEONI acquired all the shares in RoMack Inc., which specialises in optical fiber technology and is based in Williamsburg, Virginia. The purchase price and thus the fair value of the transferred consideration amounted to  $\in$  3,461 k, while the acquisition involved a cash outflow of  $\in$  3,374 k for the Group. RoMack is a specialist in fiber optic system solutions for industry and science, making highly-developed products particularly for the aerospace sector, optical analysis, defence technology, medical devices and industrial lasers.

The purchase was executed via subsidiary FiberTech USA Inc. in the Wire & Cable Solutions Division, which is focused on medical laser applications. RoMack complemented LEONI's own portfolio and with this acquisition enables the Company to offer its target markets in North and South America a complete range of optical technology from a single source. The acquired company was merged in fiscal 2010 into FiberTech USA Inc., which was at the same time renamed LEONI Fiber Optics Inc. The company is now based in Chandler, Arizona,